

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
SOUTHERN FOODS GROUPS, LLC, <i>et al.</i> ,)	Case No. 19-36313 (DRJ)
)	
Debtors. ¹)	Jointly Administered
)	
)	

SUPPLEMENTAL NOTICE OF BID
[Relates to Dkt Nos. 925, 1178, 1270, & 1271]

PLEASE TAKE NOTICE that, on March 19, 2020, the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) entered the *Order (I) Approving Bidding Procedures for Sale of Debtors’ Assets, (II) Scheduling Hearing to Approve Sale of Debtors’ Assets, (III) Approving Form and Manner of Notices of Sale and Sale Hearing, (IV) Approving Assumption and Assignment Procedures, and (V) Granting Related Relief* [D.I. 1178] (the “**Bidding Procedures Order**”)².

PLEASE TAKE FURTHER NOTICE that, as required in the Bidding Procedures Order, the Debtors filed copies of the bids that the Debtors received pursuant to the Bidding Procedures Order (the “**Notice of Bids**”) [D.I. 1271].

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, as required in the Bidding Procedures Order, the Debtors have filed a notice designating Successful Bids and, as applicable, the Alternate Bids for certain lots of Bid Assets, subject to the execution of final documentation and the entry of Sale Orders by the Bankruptcy Court approving the sales to the Successful Bidders (or, if necessary, the Alternate Bidders) (the “**Notice of Bid Results**”) [D.I. 1270].

PLEASE TAKE FURTHER NOTICE that, in connection with the hearing to consider the approval of the Sale Transaction with Dairy Farmers of America, Inc., attached hereto is a copy of Dairy Farmers of America, Inc.’s bid, including all exhibits and schedules.

PLEASE TAKE FURTHER NOTICE that the Debtors will promptly file final forms of orders approving the Sale Transactions with each of the other Successful Bidders included in the Notice of Bid Results.

PLEASE TAKE FURTHER NOTICE that objections to a Sale Order or a Sale Transaction must (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) comply with the Bankruptcy Code, Bankruptcy Rules and Local Rules, and (d) **April 1, 2020 at 12:00 p.m. (prevailing Central Time)** by be (i) filed with the Court and (ii) be served on (A) counsel to the Debtors, (1) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick, Steven Z. Szanzer, and Nate Sokol, and (2) Norton Rose Fulbright US LLP, 1301 McKinney Street, Suite 5100, Houston, Texas 77010, Attn: William Greendyke, Jason L. Boland, Robert B. Bruner, and Julie Harrison, (B) (1) counsel to the DIP Agent and the Prepetition Agent, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn: Scott Greissman, Philip Abelson, and Elizabeth Feld and (2) Gray Reed, 1300 Post Oak Blvd, Suite 2000, Houston, TX 77056, Attn: Jason S. Brookner, (C) counsel to the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Philip Dublin and Meredith Lahaie, and (D) the U.S. Trustee.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Sale Transaction(s) is scheduled for **April 3, 2020, at 9:00 a.m. (prevailing Central Time)** at the Bankruptcy Court, at 515 Rusk Street, Houston, TX 77002.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order, Notice of Bids, Notice of Bid Results, this Notice, and any other related documents filed with the Court are available free of charge on the Debtors’ case information website, located at <https://dm.epiq11.com/SouthernFoods> or can be requested by email at DeanInfo@epiqglobal.com.

Dated: March 31, 2020
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ William R. Greendyke

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